

# **Exhibit 3**

**From:** [Guarnera, Daniel S.](#)  
**To:** ["Miller, Britt M."](#)  
**Cc:** [Provance, Matthew D.](#); [Ryan, Mark](#); [Nemelka, Michael N.](#); [Dorris, Daniel V.](#); [Ho, Derek T.](#); [Hafenbrack, Joshua](#)  
**Subject:** RE: Request for stipulation on direct filing of new complaint  
**Date:** Wednesday, April 04, 2018 10:33:47 PM  
**Attachments:** [2023209\\_4 Motion re Direct Filing of the Autoloop Complaint.docx](#)  
[2019266\\_6 Proposed Order re Direct Filing of the Autoloop complaint.docx](#)

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Hi Britt.

I have attached a draft proposed order and motion allowing AutoLoop to file its complaint directly in the MDL court. The substance of these documents is materially identical to the proposed stipulation we sent before. Please let us know if we can say – as reflected in the drafts – that CDK does not oppose the motion.

We are available to discuss the motions if that would be helpful. Given that these documents are substantively identical to the one you've already reviewed, we would appreciate a response by 10 am CT. If that is not possible, please let us know when we can expect CDK's response. Thank you.

All the best,

Dan

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**From:** Miller, Britt M. [mailto:[BMiller@mayerbrown.com](mailto:BMiller@mayerbrown.com)]  
**Sent:** Wednesday, April 04, 2018 5:26 PM  
**To:** Guarnera, Daniel S. <[dguarnera@kellogghansen.com](mailto:dguarnera@kellogghansen.com)>  
**Cc:** Provance, Matthew D. <[MProvance@mayerbrown.com](mailto:MProvance@mayerbrown.com)>; Ryan, Mark <[MRyan@mayerbrown.com](mailto:MRyan@mayerbrown.com)>; Nemelka, Michael N. <[mnemelka@kellogghansen.com](mailto:mnemelka@kellogghansen.com)>; Dorris, Daniel V. <[ddorris@kellogghansen.com](mailto:ddorris@kellogghansen.com)>; Ho, Derek T. <[dho@kellogghansen.com](mailto:dho@kellogghansen.com)>; Hafenbrack, Joshua <[jhafenbrack@kellogghansen.com](mailto:jhafenbrack@kellogghansen.com)>  
**Subject:** RE: Request for stipulation on direct filing of new complaint

Dan –

Setting aside the fact that your request comes two days before we are scheduled to appear before the Court and demands a response in less than 7 hours, CDK is not inclined to join the stipulation you propose. From what we've been able to discern, AutoLoop has little to no connection to the W.D. Wisconsin, which raises the obvious question of why it would seek to file in that District.

In any event, we are mindful of the Court's preference and thus, if you were to move the Court for the relief requested in your stipulation, you could represent that although CDK does not consent and reserves all of its rights (including as to venue), it will not oppose the motion. If you opt to go this route, we would appreciate receiving a draft of the proposed motion in advance so that we can ensure that our position is properly represented.

Regards - Britt

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**Britt M. Miller**  
**MAYER BROWN LLP**  
**71 South Wacker Drive**  
**Chicago, Illinois 60606-4637**  
**Direct Dial: (312) 701-8663**  
**Direct Fax: (312) 706-8763**  
**e-mail:** [bmiller@mayerbrown.com](mailto:bmiller@mayerbrown.com)

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**From:** Guarnera, Daniel S. [<mailto:dguarnera@kellogghansen.com>]  
**Sent:** Wednesday, April 04, 2018 11:11 AM  
**To:** Miller, Britt M.  
**Cc:** Provance, Matthew D.; Ryan, Mark; Nemelka, Michael N.; Dorris, Daniel V.; Ho, Derek T.; Hafenbrack, Joshua  
**Subject:** Request for stipulation on direct filing of new complaint

Britt,

As we told Judge St. Eve at the last status conference, we will be filing a complaint on behalf of an additional vendor before this Friday's conference. The new vendor is AutoLoop.

We write to request CDK's consent to the attached stipulation and order. At the last status conference, Judge St. Eve requested that all related actions be filed directly in the Northern District of Illinois. We seek to follow the Judge's instructions, while also preserving AutoLoop's right to select an appropriate venue for trial: the Western District of Wisconsin. It is not uncommon for MDL courts – including in the 7th Circuit – to enter orders providing that complaints filed in the MDL court will be deemed filed in another district court and transferred to that court after pretrial proceedings have concluded. The attached stipulation and order says that the parties consent to AutoLoop filing its complaint in Illinois but that the complaint will be deemed filed in Wisconsin. CDK would not waive its right to object to venue in Wisconsin.

Please let us know if you have any edits to the stipulation and order. If we're not able to reach agreement on a stipulation, we would file the complaint in the Western District of Wisconsin with a note to the court explaining that AutoLoop attempted to reach an agreement that would have allowed the complaint to be filed in the Northern District of Illinois, per the court's instructions.

We request a response to our proposed stipulation by 5 pm CT today (Wed.) to ensure that we have enough time to prepare to file in Wisconsin if needed. If 5 pm CT today is not feasible, please let us know. We are also available to discuss the stipulation by phone.

All the best,  
Dan

**Daniel S. Guarnera**  
**KELLOGG, HANSEN, TODD, FIGEL & FREDERICK, P.L.L.C.**  
1615 M Street, N.W. | Suite 400 | Washington, DC 20036  
Tel: 202-326-7923 | Fax: 202-326-7999

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